

DALMIA REFRACTORIES LIMITED

Registered Office: Dalmiapuram, P.O. Kallakudi-621 651, Distt. Tiruchirapalli, Tamil Nadu Phone:
011-23457100, E-mail: sncil@dalmiarf.com
Website: www.dalmiarefractories.com CIN: L24297TN1973PLC006372

NOTICE

NOTICE is hereby given that the 45th Annual General Meeting of the Shareholders of the Company will be held at the Registered Office of the Company at Dalmiapuram, P.O. Kallakudi-621 651, Distt. Tiruchirapalli, Tamil Nadu on Wednesday, the 19th day of September, 2018 at 11.00 A.M. to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the a) Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2018 and the Reports of the Directors' and Auditors' thereon and b) Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2018 and the Reports of the Auditors' thereon.
2. To declare final dividend on equity shares for the Financial Year 2017-18.
3. To appoint a Director in place of Mr. C. Nagaratnam (DIN: 00266838), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of M/s. Chaturvedi & Shah, Chartered Accountants, as Statutory Auditors of the Company and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED that the Shareholders do hereby ratify the appointment made by them in the Annual General Meeting held on 24th August, 2017 of M/s. Chaturvedi & Shah, Chartered Accountants (Firm Registration No. 101720W), as the Statutory Auditors of the Company to conduct the audit of the Company for the financial years 2018-19 to financial year 2021-22 on payment of such remuneration as may be decided by the Board of Directors besides GST as may be applicable and reimbursement of travel and other out of pocket expenses incurred by them in the conduct of the audit."

SPECIAL BUSINESS

5. To re-appoint Mr. M.K Doogar as an Independent Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the recommendations of the Nomination & Remuneration Committee and the Board of Directors, Mr. M.K Doogar (DIN: 00319034), Independent Non-Executive Director of the Company whose term as Independent Director expires on 31st March, 2019 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for another term of two years with effect from 1st April, 2019".

6. To appoint Mr. Deepak Thombre as an Independent Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED that pursuant to the provisions of section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the recommendations of the Nomination & Remuneration Committee and the Board of Directors, Mr. Deepak Ambadas Thombre (DIN: 02421599), Non-Executive Director of the Company who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with immediate effect for a term of two years."

7. To appoint Mr. Sameer Nagpal as Managing Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED that pursuant to the provisions of section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time read with Schedule-V thereof, the recommendations of the Nomination & Remuneration Committee and the Board of Directors, the consent of the members be and is hereby accorded for appointment of Mr. Sameer Nagpal (DIN: 06599230) as the Managing Director of the Company for a period of 5 years with effect from 1st June, 2018, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice.

RESOLVED FURTHER that the Board of Directors (hereinafter referred to as “the Board”) and/or Nomination & Remuneration Committee of the Company be and are hereby authorized to alter and vary the remuneration payable to Mr. Sameer Nagpal, as it may deem fit and as may be acceptable to Mr. Sameer Nagpal, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER that any one of the Directors of the Company and/ or the Company Secretary be and hereby severally authorized to take all necessary steps to give effect to the aforesaid resolution.”

8. To consider and approve the Dalmia Refractories Limited – Employees Stock Option Plan 2018 (DRL ESOP 2018) and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution:

“RESOLVED that pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, and Rules framed there under, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as “SEBI SBEB Regulations”), issued by the Securities and Exchange Board of India (“SEBI”) and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of the company be and is hereby accorded respectively to the ‘Dalmia Refractories Limited - Employees Stock Option Plan 2018’ (hereinafter referred to as the “DRL ESOP 2018”) and to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to create, offer and grant from time to time such number of options, to the permanent employees including Directors, whether whole-time or otherwise, whether working in India or out of India, as may be decided solely by the Board under the Plan, exercisable into not more than 2,00,000 (Two Lakh) Options, each Option giving the right but not the obligation to the holder to subscribe for cash to one fully paid-up Equity Share in the Company, of face value of Rs. 10/- each, directly from the Company and at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the DRL ESOP 2018 and in due compliance with the applicable laws and regulations in force.

RESOLVED FURTHER that the Board be and is hereby authorised to issue and allot Equity Shares upon exercise of options by Employee from time to time in accordance with the DRL ESOP 2018 and other applicable laws in force and such Equity shares shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER that in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and sale of division/undertaking or other re-organisation, change in capital and others, if any, additional Equity Shares are decided to be issued by the Company to the Shareholders, the ceiling as aforesaid of 2,00,000 (Two Lakh) of Equity Shares shall be deemed to be increased in proportion of such additional Equity Shares issued to facilitate making a fair and reasonable adjustment.

RESOLVED FURTHER that the Board be and is hereby authorised to formulate, evolve, decide upon and bring into effect DRL ESOP 2018 on such terms and conditions as contained in the explanatory statement and to make any modification(s), change(s), variation(s), alteration(s) or division(s) in the terms and conditions of DRL ESOP 2018 from time to time including but not limited to, amendment(s) with respect to Vesting Period and schedule, exercise price, exercise period, eligibility criteria or to suspend, withdraw, terminate or revise DRL ESOP 2018 subject to the compliance with the applicable laws and regulations.

RESOLVED FURTHER that in case the Equity Shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option Grantees under the schemes shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 10/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.

RESOLVED FURTHER that the Company shall confirm to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the DRL ESOP 2018.

RESOLVED FURTHER that any of the Directors of the Company or Company Secretary be and is hereby severally authorized to take necessary steps for listing of the securities allotted under the DRL ESOP 2018 on the Stock Exchanges, where the securities of the Company are listed as per the provisions of the Listing Agreement with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.

RESOLVED FURTHER that the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing the Nomination and Remuneration Committee to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of DRL ESOP 2018 as also to prefer applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.”

9. To consider and approve the grant of options equal to or exceeding one percent of the issued capital to the identified employee/directors and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution:

“**RESOLVED** that pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, and Rules framed there under, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as “SEBI SBEB Regulations”), issued by the Securities and Exchange Board of India (“SEBI”) and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent of the Company be and is hereby accorded respectively to grant options equal to or exceeding 1 (one) percent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of option, during any one year, to any of such employees or directors of the Company as may be identified by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) not exceeding the overall limit of 2,00,000 option as provided in the ‘Dalmia Refractories Limited - Employees Stock Option Plan 2018’ in due compliance with the applicable laws and regulations in force.”

Place : New Delhi
Dated: 13.08.2018

By Order of the Board
Akansha Jain
Company Secretary

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote, on a poll, in his/her stead. A proxy need not be a member of the Company. The Proxy Form, duly completed, should be deposited at the Registered Office of the Company at least 48 hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more

than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. The Register of Members of the Company will remain closed from 18th September, 2018 to 19th September, 2018 (both days inclusive).

The dividend on equity shares, if declared, at the Meeting shall be paid to those members whose names appear on the Company's Register of Member on close of business hours on 17th September, 2018; in respect of shares held in dematerialised form the dividend will be paid to members whose names are furnished by National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as beneficial owners as on that date.

3. A statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the Meeting is annexed hereto.
4. Details as required in Regulation 36(3) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking re-appointment at the Annual General Meeting is annexed hereto and forms integral part of the Notice. Requisite declarations have been received from the Directors for their appointment / re-appointment.
5. Members are requested to address all correspondences including dividend matters to the Registrar and Transfer Agents, Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500032. Email - einward.ris@karvy.com
6. Members are informed that final dividend for the financial year ended 31st March, 2011, remaining unclaimed for a period seven years from the date of transfer to unpaid dividend account of the Company becomes due for transfer to the Investor Education and Protection Fund on 23rd September, 2018. Members who have not claimed final dividend in respect of financial year ended 31st March, 2011 onwards are requested to approach the Registrar and Share Transfer Agent of the Company for claiming the same as early as possible.
7. Pursuant to the provisions of IEPF Rules, all shares in respect of which dividend has not been paid or claimed for seven consecutive years shall be transferred by the Company to the designated Demat Account of the IEPF Authority ('IEPF Account') within a period of thirty days of such shares becoming due to be transferred to the IEPF Account. Accordingly, the Company had transferred 68,473 equity shares of Rs. 10 each to the IEPF Account on which the dividends remained unpaid or unclaimed for seven consecutive years with reference to the due date of 31st October, 2017 after following the prescribed procedure.

Further, all the shareholders who have not claimed/ encashed their dividends in the last seven consecutive years from 2011 are requested to claim the same by 23rd September, 2018. In case valid claim is not received by that date, the Company will proceed to transfer the respective shares to the IEPF Account in terms of the IEPF Rules. In this regard, the Company has individually informed the shareholders concerned and also published notice in the newspapers as per the IEPF Rules. The details of such shareholders and shares due for transfer are uploaded on the "Investors Section" of the website of the Company viz. www.dalmiarefractories.com.

8. Members whose shareholding is in the electronic mode are requested to notify immediately the change in their address, bank mandates and e-mail IDs to their respective depository participants. Members holding shares in physical form are requested to intimate any change in address, bank mandates and e-mail IDs immediately to the Company / Karvy.

Members who have not registered their email addresses so far, are requested to register their email address for receiving all communication including Annual Reports, Notices, etc. from the Company electronically.

9. Electronic copy of the Annual Report for the financial year 2017-18 and Notice of the 45th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of Annual Report for the financial year 2017-18 and the Notice of the 45th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested

to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Karvy.

11. Relevant documents referred to in the Notice are open for inspection by the members at the registered office of the Company on all working days (that is, except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will be also available for inspection by members at the Meeting.
12. Voting through Electronic Mode (Detailed instructions along with User ID and Password are enclosed separately and forms the part of Notice).
 - (i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering to its members facility to exercise their right to vote on resolutions proposed to be passed at the Annual General Meeting by electronic means. The member may cast their votes using an electronic voting system from a place other than the venue of the meeting (remote e-voting).
 - (ii) The Notice of e-voting indicating the detailed procedure and manner of e-voting along with the user ID and Password are being enclosed separately and forms the integral part of the Notice. The notice for the Annual General Meeting along with detailed instructions is also available on the website of the Company i.e. www.dalmiarefractories.com.
 - (iii) The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Authorized Agency to provide remote e-voting facilities.
 - (iv) The remote e-voting facility will be available from 9 a.m. (IST) on 16th September, 2018 upto 5 p.m. (IST) on 18th September, 2018.
 - (v) The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.
 - (vi) The facility for voting through polling paper shall also be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting.
 - (vi) The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
 - (vii) Cut-off date for the purpose of remote e-voting and voting at the Annual General Meeting is 13th September, 2018. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall only be entitled to avail the facility of remote e-voting and voting at the Annual General Meeting through ballot paper.
 - (viii) In case a person has become the Member of the Company after the dispatch of AGM Notice and holding shares as on the cut-off date i.e. 13th September, 2018, may write to the Karvy on the email-id: sridhar.balamurli@karvi.com or contact to Mr. Sridhar Balamurli, Contact No. 040-67162222, at [Unit: Dalmia Refractories Limited] Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032, requesting for the User ID and Password.
 - (ix) The Board of Directors has appointed **Mr. R. Venkatasubramanian, a Practicing Company Secretary as a Scrutinizer** to scrutinize the voting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
 - (x) The Scrutinizer shall, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of atleast two witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated scrutiniser's report and submit the same to the Chairman of the Meeting or a person authorised by him who shall countersign the same. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.dalmiarefractories.com and on the website of the Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchanges.
 - (xi) Subject to receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the Meeting i.e. 19th September, 2018.

(xii) In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 5

Pursuant to the provisions of section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges, Mr. M.K Doogar was appointed as Independent Director in the Annual General Meeting of the Company held on August 12, 2014 to hold office for a term of five consecutive years upto 31st March, 2019.

Section 149(10) of the Act provides that an independent director shall hold office for a term of up to five consecutive years on the Board and shall be eligible for re-appointment on passing a special resolution by the company and disclosure of such appointment in its Board's report. Section 149(11) further provides that an independent director may hold office for up to two consecutive terms.

The Board, as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Mr. M.K Doogar would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director.

Mr. M.K Doogar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has also given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act.

Accordingly, it is proposed to re-appoint Mr. M.K Doogar as Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 2 (two) consecutive years on the Board of the Company from the date of expiry of his initial term.

The copy of the draft letter of appointment of Mr. M.K Doogar as Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

Detail of Mr. M.K. Doogar whose re-appointment as Independent Director is proposed at Item No. 5, are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Accordingly, the Board recommends the special resolutions as set out in item no. 5 in the Notice for the approval by the shareholders of the Company. Except Mr. M.K Doogar, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

Item No. 6

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that Mr. Deepak Ambadas Thombre (DIN: 02421599), be appointed as an Independent Director on the Board of the Company. The appointment of Mr. Deepak Thombre, as an Independent Director shall be effective upon approval by the members in the Meeting.

He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has also given a declaration to the Board to the effect that he meets the criteria of Independence as provided under Section 149(6) of the Act.

In the opinion of the Board, Mr. Deepak Thombre fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Deepak Thombre is independent of the management and possesses appropriate skills, experience and knowledge.

Details of Mr. Deepak Thombre are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The copy of the draft letter of appointment of Mr. Deepak Thombre as Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company. Except Mr. Deepak Thombre, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

Item No. 7

The Board of Directors of the Company ("the Board") at its meeting held on May 25, 2018 has, subject to approval of members, appointed Mr. Sameer Nagpal (DIN: 06599230) as the Managing Director of the Company for a period of 5 (five) years w.e.f the date of the Meeting, May 25, 2018, on terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board.

He has given a disclosure in Form DIR-8 to the effect that he is not disqualified from being appointed as Managing Director of the Company in terms of Section 164 of the Companies Act, 2013.

It is proposed to seek members' approval for the appointment of and remuneration payable to Mr. Sameer Nagpal as the Managing Director of the Company, in terms of the applicable provisions of the Act.

Broad particulars of the terms of appointment of and remuneration payable to Mr. Sameer Nagpal are as under:

1. Period of Appointment:

The appointment is valid for a period of five years from the date of appointment, i.e. from 1st June 2018 to 31st May 2023.

2. Salary and perquisites:

He shall not draw any remuneration from the company or its subsidiaries. However he will be entitled to Stock options, as may be granted by the Board of Directors of the Company (subject to shareholder and regulatory consents as required).

3. Other Terms and Conditions:

- a) The Managing Director shall not be paid any sitting fees for attending the meetings of the Board of Directors or any Committee thereof.
- b) The headquarters of the Managing Director shall be at New Delhi or at such other place as may be required, from time to time, and the Managing Director shall be allowed reimbursement of travelling expenses on Company's business outside the headquarters as per the Rules of the Company.
- c) The Managing Director shall not, so long as he functions as such, become interested or otherwise concerned directly or through his wife, sons or unmarried daughters, in any selling agency of the Company in future, without the prior approval of the Central Government.
- d) This agreement may, notwithstanding the period of five years mentioned in clause I hereof, be terminated by either party by giving to the other three months' notice in writing in accordance with the rules of the Company.

The specified information while seeking approval/ consent of the shareholders as required under Schedule V is listed out herein below:

GENERAL INFORMATION

(i) Nature of Industry:

Manufacture and Sale of Refractory Products and Services.

(ii) Date or expected date of Commencement of Commercial Production

The Company has been in the business of manufacture of refractories goods and services related thereto since 1973.

(iii) In case of new Companies, expected date of commencement of activities as per project approved by financial institution appearing in the prospectus.

Not Applicable.

(iv) Financial Performance based on given indicators:**(₹ in lacs)**

Particulars	2017-18	2016-17	2015-16
Gross Revenue	18090.79	17801.28	20595.48
Profit/Loss before tax	(560.54)	(28.25)	169.89
Profit/Loss after tax	(317.46)	(21.92)	120.61

Note: Figures for the year 2015-16 are not comparable due to implementation of IND-AS.

(v) Foreign Investment or collaborators, if any:

No foreign collaboration is involved

II. INFORMATION ABOUT THE APPOINTEE:**(a) Background Details**

Mr. Sameer Nagpal has completed his Bachelor's degree in Mechanical Engineering from Delhi Technological University (formerly, Delhi College of Engineering) and has a Post Graduate Diploma in Business Management from Indian Institute of Management, Calcutta. He has an experience of over twenty five years in various Indian and Multinational Companies.

He has been associated with the Company as Director since February 4, 2016.

(b) Past Remuneration

Name of the Company—Dalmia Bharat Limited for the period from 01.04.2017 to 31.03.2018:-

₹ 1.58 crore per annum.

(c) Recognition or Awards

None

(d) Job Profile and Suitability

The Managing Director is entrusted with substantial powers of management of the Company and have the right to manage the day- to- day business affairs of the Company subject to the superintendence, guidance, control and direction of the Board of Directors of the Company and exercise such powers of Management of the Company as may be delegated to him by the Board of Directors, from time to time.

He has over 25 years of experience in various industries and has the expertise in accelerating growth and building organizational capabilities to ensure delivery of business goals.

(e) Remuneration Proposed

He shall not draw any remuneration from the company or its subsidiaries. However he will be entitled to Stock options, as may be granted by the Board of Directors of the Company (subject to shareholder and regulatory consents as required).

The value of ESOP's as per the relevant accounting standard shall be deemed as Minimum Remuneration in case of loss or inadequacy of profits in relevant years during his tenure in accordance with the terms and conditions as stated above.

(f) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.

Since, the Managing Director is not drawing any remuneration from the Company apart from the Stock options which may be allotted to him in future, hence the comparison is not possible .

(f) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any:

None.

III. OTHER INFORMATION**(a) Reasons of loss or inadequate profits**

Profitability of the Company has been adversely affected because of its inability to pass on the increase in the raw material and fuel costs to its customers.

(b) Steps taken or proposed to be taken for improvement

Company is continuously exploring opportunities in new markets and developing new improved products through in-house R&D and by improved technologies.

(c) Expected increase in productivity and profit in measurable terms

Productivity and profitability of the Company is expected to grow with the growth in operations of the Company.

The Board recommends the passing of the special resolution set out under item No. 7 of the Notice of Annual General Meeting.

Except Mr. Sameer Nagpal, none of the Directors and other Key Managerial Personnel of the Company or their relatives are concerned or interested in the said Resolution either financially or otherwise.

Item No. 8 & 9

The objective of the Dalmia Refractories Limited-Employee Stock Option Plan 2018 (DRL ESOP 2018) is to reward the Employees for their past association and performance as well as to motivate them to contribute to the growth and profitability of the Company. Your Company also intends to use this Scheme to attract and retain talent in the organization. The Company views employee stock options as instruments that would enable the Employees to share the value they create for the Company in the years to come. Pursuant to provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (SEBI (SBEB) Regulations), the Company seeks members approval in respect of DRL ESOP 2018 and grant of options to the eligible employees/ Directors of the Company as decided by the Nomination and Remuneration Committee from time to time in due compliance of the SEBI (SBEB) Regulations. The main features of the DRL ESOP 2018 are as under:

1. Brief Description of the Scheme(s):

This proposed Scheme called the Dalmia Refractories Limited – Employees Stock Option Plan 2018 (DRL ESOP 2018) is intended to reward the Eligible Employees of the Company for their performance and to motivate them to contribute to the growth and profitability of the Company.

The Company in terms of the said Regulations contemplates to enable the implementation of DRL ESOP 2018 by dealing in/ acquiring Equity Shares directly from the Company ("Primary Shares").

2. Total number of options to be granted:

Not exceeding 2,00,000 (Two Lakh) Employee Stock Options exercisable into equivalent number of Equity Shares in the Company of face value of Rs. 10/- each fully paid-up in one or more tranches in accordance with the terms and conditions of DRL ESOP 2018.

Vested options lapsed due to non-exercise and/or unvested options that get cancelled due to resignation/ termination of the employees or otherwise, would be available for being re-granted at a future date, subject to compliance with all Applicable Laws.

The SEBI (SBEB) Regulations require that in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division, and others, a fair and reasonable adjustment needs to be made to the options granted. Accordingly, if any additional Equity Shares are required to be issued pursuant to any corporate action, the above ceiling of Equity Shares shall be deemed to increase in proportion of such additional Equity Shares issued subject to compliance of the SEBI (SBEB) Regulations.

3. Identification of classes of employees entitled to participate in DRL ESOP 2018:

Following classes of employees are entitled to participate in DRL ESOP 2018:

- a) Permanent employees of the Company working in India or out of India;
- b) Directors of the Company , whether a whole time director or not; and

Following persons are not eligible:

- a) an employee who is a Promoter or belongs to the Promoter Group;
- b) a Director who either by himself or through his relatives or through any Body corporate, directly or indirectly holds more than 10% of the issued and subscribed shares of the Company; and
- c) an Independent Director within the meaning of the Companies Act, 2013.

4. Requirements of vesting and period of vesting:

Options granted under DRL ESOP 2018 would vest not less than one year and not more than five years from the date of grant of such options. Vesting of options would be subject to continued employment with the Company and thus the options would vest on passage of time. In addition to this, the Nomination & Remuneration Committee may also specify certain performance parameters subject to which the options would vest. The specific vesting schedule and conditions subject to which vesting would take place would be outlined in the document given to the option grantee at the time of grant of options.

5. Maximum period within which the options shall be vested:

Options granted under DRL ESOP 2018 would vest subject to maximum period of 5 (five) years from the date of grant of such options.

6. Exercise price or pricing formula:

The Nomination & Remuneration Committee shall grant options based on either or combination of the following prices:

- Face Value of Shares as on date of grant;
- Latest available closing market price prior to the date of grant of the shares of the Company on the exchange having the highest trading volume; and/or
- Any valuation per share recommended after a fair valuation exercise, conducted by a SEBI registered merchant banker on any date not more than 3 months prior to the grant of the options.

7. Exercise period and the process of Exercise:

The options granted may be exercised by the Grantee at any time within the period determined by the Nomination and Remuneration Committee from time to time subject to a maximum period of three years from the date of Vesting.

The Vested options shall be exercisable by the employees by a written application to the Company expressing his/her desire to exercise such options in such manner and on such format as may be prescribed by the Nomination and Remuneration Committee from time to time. The options shall lapse if not exercised within the specified exercise period.

8. Appraisal process for determining the eligibility of employees under DRL ESOP 2018:

The appraisal process for determining the eligibility of the employees may be decided by the Nomination and Remuneration Committee from time to time.

Stock options would be granted based on;

- Position and responsibilities of the employee.
- The Nature of the employee's services to the Company.
- The Period for which the employee has rendered his services to the Company or its Holding and Subsidiary Company.
- The employee's present and potential contribution to the success of the company or its holding and subsidiary company.

9. Maximum number of options to be issued per employee and in aggregate:

Maximum options 2 Lakhs (constituting 6.35% of paid up capital as on 31/03/2018).

Pursuant to the scheme & the specific vesting schedule to be determined by the Nomination and Remuneration Committee for identified employees, an Identified employees may be granted ESOP's equal to or exceeding 1% of the issued capital of the company.

10. Maximum Quantum of benefits to be provided per employee under the DRL ESOP 2018:

The Maximum quantum of benefits underlying the options issued to an eligible employee shall depend upon the Market Price of the shares as on the date of sale of shares arising out of Exercise of options.

11. Route of Scheme implementation:

The Scheme shall be implemented and administered directly by the Company or through a Trust that may be created for this purpose.

12. Source of Shares:

The Scheme contemplates new Issue of Shares by the Company ("Primary Shares").

13. The amount of loan provided for implementation of the Scheme by the Company to the Trust, its tenure, utilisation, repayment terms etc.:

No loan for implementing DRL ESOP 2018 is envisaged.

14. Maximum percentage of Secondary Acquisition (subject to limits specified under the Regulations) that can be made by the Trust for the purchase under the scheme:

Not Applicable

15. Accounting and Disclosure Policies:

The Company shall follow the 'Guidance Note on Accounting for Employee Share-based Payments' and/or any relevant Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India from time to time, including the disclosure requirements prescribed therein.

16. Method of Valuation:

To calculate the employee compensation cost, the Company shall use the Intrinsic Value method for valuation of the options granted. The difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options and the impact of this difference on profits and on Earnings per Share (EPS) of the company shall also be disclosed in the Board report.

Consent of the members is being sought by way of Special Resolutions for Item No. 8 & 9 pursuant to Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI (SBEB) Regulations.

A draft copy of the DRL ESOP 2018 is available for inspection at the Company's Registered Office on all working days (excluding Saturday, Sunday and Holidays) till the date of the Annual General Meeting.

**Annexure to the Notice dated August 13, 2018
Details of Directors retiring by rotation / seeking appointment /
re-appointment at the ensuing Annual General Meeting**

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015) and Secretarial Standard-2 of Institute of Company Secretaries of India.

PARTICULARS	MR. C. NAGARATNAM	MR. DEEPAK THOMBRE
Age	67 Years	64 Years
Qualification	Bachelor in Mechanical Engineering	Engineering Graduate and Masters in Management Studies
Experience (including expertise in specific functional area)/ Brief Resume	Over 38 years of experience in the filed of Engineering & Management	Over 35 years of experience in various managerial capacities in several organizations of repute.
Terms and Conditions of Appointment/ Re-appointment	Re-appointed as a Non-executive Director liable to retire by rotation	Appointed as Independent Director for a term of 2 years
Date of first appointment at the Board	27/01/2009	30/10/2008
Shareholding in the Company	40	NIL
Relationship between Director and Key Managerial Personnel	NIL	NIL
Number of Meetings of Board attended during the year ended March 31, 2018	3	3
List of other Public Companies in which Directorship held on March 31, 2018	NIL	NIL
Chairmanship/ Membership of any other Committees as on March 31, 2018	NIL	NIL
Remuneration Last Drawn	Please refer the remuneration section under the Board's report.	
Remuneration sought to be paid	As per the existing terms & condition.	

PARTICULARS	MR. SAMEER NAGPAL	MR. M.K DOOGAR
Age	48 Years	67 Years
Qualification	Bachelor's in Mechanical Engineering and a Post Graduate Diploma in Business Management	Chartered Accountant
Experience (including expertise in specific functional area)/ Brief Resume	Over 25 years of experience in various Indian and Multinational Companies	Over 40 years of experience in the field of corporate finance and taxation. He also has expertise in financial and corporate consultancy
Terms and Conditions of Appointment/ Re-appointment	Appointed as a Managing Director for a term of 5 years	Re-appointed as an Independent Director for a term of 2 years
Date of first appointment at the Board	04/02/2016	29/09/2010
Shareholding in the Company	NIL	NIL
Relationship between Director and Key Managerial Personnel	NIL	NIL
Number of Meetings of Board attended during the year ended March 31, 2018	4	3
List of other Public Companies in which Directorship held on March 31, 2018	Dalmia Seven Refractories Limited	- Kamdhenu Limited - Sanghi Industries Limited - Morgan Ventures Limited - Frick India Limited - Doogar and Associates Securities Limited - Indo Alusys Industries Limited
Chairmanship/ Membership of any other Committees as on March 31, 2018	NIL	Audit Committee - Kamdhenu Limited (Member) - Frick India Limited (Member) - Indo Alusys Industries Limited (Member) - Morgan Ventures Limited (Member) Nomination and Remuneration Committee - Kamdhenu Limited (Member) - Morgan Ventures Limited (Member) - Indo Alusys Industries Limited (Member) Stakeholders Relationship Committee - Kamdhenu Limited (Chairman) - Morgan Ventures Limited (Chairman) CSR Committee - Kamdhenu Limited (Member)
Remuneration Last Drawn	Please refer the remuneration section under the Board's report.	
Remuneration sought to be paid	Please refer item no. 7 of the AGM Notice.	As per the existing terms & condition.

DALMIA REFRACTORIES LIMITED

(CIN: L24297TN1973PLC006372)

Regd. Office: Dalmiapuram, P.O. Kallakudi-621651,

District: Tiruchirapalli, Tamil Nadu.

E-mail: snccil@dalmiarf.com; Website: www.dalmiarefractories.com

Phone: +91-11-23457100. Fax: +91-11-23324136

ATTENDANCE SLIP

[To be presented at the entrance]

45th Annual General Meeting on 19th September, 2018 at 11.00 A.M.
at Dalmiapuram, P.O. Kallakudi-621651, Dist. Tiruchirapalli, Tamil Nadu.

Folio No.....DP ID No. Client ID

Name of the MemberSignature.....

Name of Proxy Holder..... Signature.....

I / We hereby record my / our presence at the 45th Annual General Meeting of the Company held on Wednesday, 19th September, 2018 at 11.00 A.M. at Dalmiapuram, P.O. Kallakudi-621 651, Distt. Tiruchirapalli, Tamil Nadu.

1. Only Member / Proxyholder can attend the Meeting.
2. Member / Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.

DALMIA REFRACTORIES LIMITED**Proxy Form**

(CIN: L24297TN1973PLC006372)

Regd. Office: Dalmiapuram, P.O. Kallakudi-621651,

District: Tiruchirapalli, Tamil Nadu.

E-mail: snccil@dalmiarf.com; Website: www.dalmiarefractories.com

Phone: +91-11-23457100.

Name of the member(s):

Registered address:

E-mail Id:

Folio / DP ID-Client ID No.

I/We being the member(s) of Dalmia

Refractories Limited, holding shares of the above named Company hereby appoint:

(1) Name Address.....

E-mail Id.....Signature.....or failing him.

(2) Name Address.....

E-mail Id.....Signature.....or failing him.

(3) Name Address.....

E-mail Id.....Signature.....

as my / our proxy to attend and vote (on a poll) for me/us and on my / our behalf at the 45th Annual General Meeting of the Company to be held on Wednesday, 19th September, 2018 at 11 a.m. at 4, Scindia House, Connaught Place, New Delhi-110 001 and at any adjournment thereof in respect of such resolutions as are indicated below.

Resolution No.	FOR	AGAINST
Ordinary Business		
1. Adoption of the Audited Financial Statements (including Audited Consolidated Statements) for the financial year ended 31 st March, 2018, the Reports of the Board of Directors' and Auditors' thereon.		
2. Declaration of final dividend on equity shares.		
3. Re-appointment of Mr. C. Nagarathnam, who retires by rotation, as a Director of the Company.		
4. Ratification of appointment of M/s. Chaturvedi & Shah, Chartered Accountants, as Statutory Auditors of the Company.		
Special Business		
5. Re-appointment of Mr. M.K. Doogar as Independent Director of the Company for a term of 2 years		
6. Appointment of Mr. Deepak Thombre as Independent Director of the Company for a term of 2 years		
7. Appointment of Mr. Sameer Nagpal as Managing Director of the Company.		
8. Approval of Dalmia Refractories Limited – Employee Stock Option Plan 2018 (DRL ESOP 2018)		
9. Grant of Options equal to or exceeding 1% of the issued capital to identified employees/directors under DRL Employee Stock Option Plan 2018		

Signed this day of 2018.

Signature of shareholder(s)

Signature of Proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions and Notes, please refer to the Notice of the 45th Annual General Meeting.
3. Please complete all details including details of member(s) before submission.

DALMIA REFRACTORIES LIMITED

Registered Office: Dalmiapuram, P.O. Kallakudi-621651, Dist. Tiruchirapalli, Tamil Nadu
Website: www.dalmiarefractories.com; E-mail id: snccil@dalmiarf.com
CIN: L24297TN1973PLC006372

Name and Registered Address of the Sole First named Member :

Name(s) of the Joint Member(s), If any :

Registered Folio No. / DP & Client ID No. :

Number of Shares held :

Dear Member,

Sub: Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Dalmia Refractories Limited ("DRL" or "the Company") is offering to its members facility to exercise their right to vote on resolutions proposed to be passed at the Forty Fifth Annual General Meeting scheduled to be held on Wednesday, September 19, 2018 at 11.00 a.m by electronic means (remote e-voting). The members may cast their votes using an electronic voting system from a place other than the venue of the meeting.

The Company has engaged the services of Karvy Computershare Private Limited ("KCPL" or "Karvy") as the Authorized Agency to provide remote e-voting facilities.

The remote e-voting particulars are set out below:

EVEN (E-Voting Event Number)	User ID	Password / PIN

The remote e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
From 9 a.m. (IST) on 16 th September, 2018	Upto 5 p.m. (IST) on 18 th September, 2018

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

The facility for voting through polling paper shall also be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the Meeting.

The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The cut-off date for the purpose of remote e-voting and voting at the Annual General Meeting is 13th September, 2018. Please read the instructions printed overleaf before exercising the vote.

This Communication forms an integral part of the Notice dated 13th August, 2018 of the Forty Fifth Annual General Meeting of the Company scheduled to be held on 19th September, 2018. The notice for the Annual General Meeting is also available on the website of the Company i.e. www.dalmiarefractories.com

Yours faithfully,
For Dalmia Refractories Limited
Sd/-
AKANSHA JAIN
COMPANY SECRETARY

New Delhi
13th August, 2018

Instructions and other information relating to e-voting are as under:

1. **In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company / Depository Participant(s)]:**
 - (i) Launch internet browser by typing the URL: <https://evoting.karvy.com>
 - (ii) Enter the login credentials (i.e. **User ID and password** mentioned overleaf). Event No. followed by Folio No./ DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - (iii) After entering these details appropriately, click on "LOGIN".
 - (iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
 - (v) You need to login again with the new credentials.
 - (vi) On successful login, the system will prompt you to select the "EVENT" i.e "Dalmia Refractories Limited".
 - (vii) On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-Off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned overleaf. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
 - (viii) Members holding multiple folios/ demat accounts shall choose the voting process separately for each of the folios/ demat accounts.
 - (ix) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - (x) You may then cast your vote by selecting an appropriate option and click on "Submit".
 - (xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. **During the voting period, Members can login any number of times till they have voted on the Resolution(s).**
 - (xii) **Corporate / Institutional Members** (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: rvs.pcs@gmail.com. They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "Corporate Name EVENT NO".
2. **In case a Member receives physical copy of the Annual General Meeting Notice by Post [for Members whose email IDs are not registered with the Company / Depository Participant(s)].**
 - (i) **User ID and initial password** as provided overleaf.
 - (ii) **Please follow all steps from Sr.No.(i) to (xii) as mentioned in (1) above, to cast your vote.**
3. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>.
4. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not be allowed to vote again at the Meeting.
5. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date being Thursday, 13th September, 2018.
6. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cutoff date i.e. 13th September, 2018 only shall be entitled to vote.
7. In case a person has become the Member of the Company after the dispatch of AGM Notice but on or before the cut-off date i.e. 13th September, 2018, may write to the Karvy on the email Id: sridhar.balamurli@karvy.com or contact to Mr Sridhar Balamurli, Contact No. 040-67162222, at [Unit: Dalmia Refractories Limited] Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, requesting for the User ID and Password. After receipt of the above credentials, please follow all the steps from Sr. No.(i) to (xii) as mentioned in (1) above, to cast the vote.
8. The Board of Directors has appointed **Mr. R. Venkatasubramanian, a Practicing Company Secretary (Memb. No. 3673), having office at 76, Angarai Agraharam, Lalgudi Taluk, Trichy District-621703 as a Scrutinizer** to scrutinize the voting and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
9. The Scrutinizer, after scrutinizing the votes cast at the meeting through Poll, will, not later than three (3) days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman of the Meeting. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.dalmiarefractories.com and on the website of the Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchanges.
10. Subject to receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the Meeting i.e. 19th September, 2018.